



*Seco S.p.A*

*Registered office at Arezzo, via Achille Grandi no. 20*

*Share capital euro 1,154,944.56*

*Tax Code / VAT Code and registration number with the Companies Registry of Arezzo no. 00325250512*

*no. R.E.A. 70645*

**SUPPLEMENT TO THE AGENDA OF THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING OF SECO S.P.A.  
EXCERPT OF THE NOTICE OF CALL**

With reference to the Shareholders' Meeting of SECO S.p.A. ("Seco" or the "Company"), called for 27 April 2023 at 10:00, on a single call, at the office of Notary Jacopo Sodi, at Via dei Della Robbia no. 38 in Florence, via public notice made available on 27 March 2023, the Board of Directors of SECO, following the request made by the shareholder DSA S.r.l. pursuant to art. 126-bis of Legislative Decree No. 58/1998, has resolved, on 2 April 2023, to update the agenda of the Shareholders' meeting with the following items:

**ORDINARY SECTION**

3. Proposal to appoint two directors to integrate the Board of Directors following co-optation. Related and consequent resolutions.
6. Appointment of a new Board member, following the increase of the number of members of the Board from 10 to 11 persons. Related and consequent resolutions.

**EXTRAORDINARY SECTION**

1. Amendment of the Articles of Association. Related and consequent resolutions.

The notice of call updated with these amendments is reported below.

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**AGENDA**

1. Financial Statements for the fiscal year as of December 31, 2022 and allocation of the Fiscal Year profits:
  - 1.1. Approval of the Financial Statements for the fiscal year as of December 31, 2022 after examination of the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Presentation of the Consolidated Financial Statements as of December 31, 2022. Presentation of the Consolidated non-Financial Statements prepared in accordance with Legislative Decree no. 254/16. Related and consequent resolutions;
  - 1.2. Proposal on the allocation of the results of the Fiscal Year. Related and consequent resolutions.
2. Report on the policy regarding remuneration and fee paid:
  - 2.1. Approval of the remuneration policy pursuant to Art. 123 *ter*, paragraph 3-*ter*, of the Legislative Decree no. 58/1998;
  - 2.2. Deliberations on the "Second section" of the Report, pursuant to Art. 123 *ter*, paragraph 6, of the Legislative Decree no. 58/1998.



3. Proposal to appoint two directors to integrate the Board of Directors following co-optation. Related and consequent resolutions.
4. Proposal to supplement the total remuneration allocated to the Board of Directors by the ordinary Shareholders' Meeting of 27 April 2022. Related and consequent resolutions.
5. Authorization to the purchase and disposal of treasury shares pursuant to Artt .2357, 2357-ter of the Italian Civil Code, Art. 132 of the Legislative Decree no. 58/1998 and Art. 144-bis of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on 27 April 2022. Related and consequent resolutions.
6. Appointment of a new Board member, following the increase of the number of members of the Board from 10 to 11 persons. Related and consequent resolutions.

## EXTRAORDINARY SECTION

1. Amendment of the Articles of Association. Related and consequent resolutions.

The explanatory report on the items of the agenda submitted by the shareholder requesting the addition of items on the agenda pursuant to art. 126-bis of Legislative Decree No. 58/1998 (including motions of resolutions) and the assessments of the Board of Directors of SECO are made available, in accordance with applicable laws, at the Company's registered office, on the Company's internet website ([www.seco.com](http://www.seco.com), Section "Investor Relations > Corporate Governance > Shareholders' Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: [www.emarketstorage.com](http://www.emarketstorage.com).

Pursuant to art. 106, paragraph 4, of the Italian Decree-Law 17 March 2020, No. 18 converted by the Italian Law 24 April 2020, No. 27, as subsequently amended and extended, lastly, by the Legislative Decree 29 December, 2022, No. 198 converted by the Italian Law 24 February 2023, No. 14 (the "**Decree**"), SECO SECO has decided to avail itself of the faculty established therein, providing that **participation in the Shareholders' Meeting by those entitled thereto may take place exclusively by conferring a proxy** (or sub-delegation) **to the representative designated by the Company pursuant to article 135-undecies of Legislative Decree No. 58/1998 ("TUF") without the physical participation of the same**. Accordingly, the Company has granted the aforesaid mandate to Monte Titoli S.p.A. - with registered office in Milan, Piazza degli Affari No. 6 (the "**Designated Representative**" or "**Monte Titoli**").

The information concerning the share capital and the increased voting rights, as well as information concerning manner and terms for: the right to attend and to vote at the Shareholders' Meeting that will be made exclusively by granting a proxy (or sub-proxy) and through the Designated Representative (it is specified that the *record date* is fixed on 18 April 2023); the procedure for delegating powers to the Designated Representative; the exercise of the right to add the agenda, to submit further resolution proposals and to ask questions pertaining to items on the agenda; the exercise of the right to individually submit motions of resolutions before the Shareholders' Meeting; the availability of the full text of the resolution proposals together with the explanatory reports on the items on the agenda; are given in the full version of notice of call available on the Company's internet website ([www.seco.com](http://www.seco.com), Section "Investor Relations > Corporate Governance > Shareholders' Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: [www.emarketstorage.com](http://www.emarketstorage.com).



The documentation concerning the Shareholders' Meeting will be made available to the public at the terms and manner indicated in the full version of notice of call.

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Arezzo, 3 April 2022

For the Board of Directors

The Chairman

Daniele Conti